



2-204A033

TTX COMPANY

101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223
FAX (312) 984-3855

THOMAS D. MARION
TREASURER

DIRECT LINE (312) 984-3821

July 21, 1992

VIA FEDERAL EXPRESS

RECORDATION NO. 17734-1A FILED 1425

JUL 22 1992 -2 15 PM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney Strickland, Jr.
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Room 2303
Washington, D.C. 20423

Dear Mr. Strickland:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are three (3) fully executed documents as follows:

Manufacturing Agreement Supplement No. 1
dated as of June 26, 1992, a secondary document
supplementing the Manufacturing Agreement dated
as of March 16, 1992.

Parties to this transaction are as follows:

TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Trinity Industries, Inc. (Manufacturer)
2525 Stemmons Freeway
Dallas, TX 75207

JUL 22 2 19 PM '92
MOTOR OPERATING UNIT

The general description of the equipment is as follows:

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>No. of Units</u>	<u>Marked</u>	<u>Numbered</u>
5-unit Articulated All Purpose Spine Cars	FCA	100	TTAX	79537-79636

Mr. Sidney Strickland, Jr.
July 21, 1992
Page Two

Enclosed is our check in the amount of \$16.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 1 being recorded are as follows:

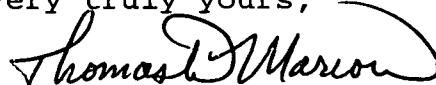
Manufacturing Agreement dated March 16, 1992, recorded on March 19, 1992, recordation number 17734.

A short summary of this Supplement No. 1 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 1 covering 100 5-unit Articulated All Purpose Spine cars numbered 79537-79636."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



TDM:mak
Enclosures

P.S. Ms. Mildred Lee - As per your previous conversation, please call Jane Congram at 312-984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.

17734-a

Interstate Commerce Commission
Washington, D.C. 20423

7/22/92

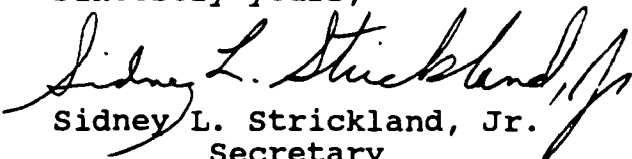
OFFICE OF THE SECRETARY

Thomas D. Marion
Treasurer
TTX Company
101 North Wacker Drive
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/22/92 at 2:25pm, and assigned recordation number(s). 17734-A

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

MANUFACTURING AGREEMENT SUPPLEMENT NO. 1 dated as of
June 26, 1992 between TRINITY INDUSTRIES, INC., (the
"Manufacturer") and TTX COMPANY (the "Company").

17734-A
JUL 22 1992 2:13 PM
INTERSTATE COMMERCE COMMISSION

The parties hereto have heretofore entered into a
Manufacturing Agreement dated as of March 16, 1992, which
provides for the execution and delivery from time to time of
supplements thereto each substantially in the form hereof for the
purpose of subjecting to said Manufacturing Agreement additional
units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex
A hereto are hereby subjected to said Manufacturing Agreement.
The information set forth in Annex A hereto in respect of such
units of railroad equipment, and set forth in Items 2, 3, and 4
of said Annex A, is hereby incorporated into Annex A to the
Manufacturing Agreement as though originally set forth therein;
provided, however, that such information shall apply and refer
only to the units of railroad equipment described in Annex A
hereto.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due
corporate authority, have caused these presents to be signed in
their respective corporate names by duly authorized officers and
their respective corporate seals to be hereunto affixed and duly
attested, all as of the day, month and year first above written.

TRINITY INDUSTRIES, INC.

By W.C. Kewby

(CORPORATE SEAL)

ATTEST:

Neil Q. Shoop
Assistant Secretary

TTX COMPANY

By T.D. Maron
Treasurer

(CORPORATE SEAL)

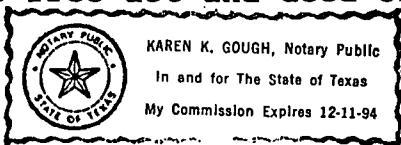
ATTEST:

A.J. Barton
Assistant Secretary

STATE OF TEXAS)

COUNTY OF DALLAS)

On this 14th day of July, 1992, before me personally appeared W.C. Newby, to me personally known, who, being by me duly sworn, says that he is a VP Freight car Sales, of Trinity Industries, Inc. that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Karen K. Gough
Notary Public

(NOTARIAL SEAL)

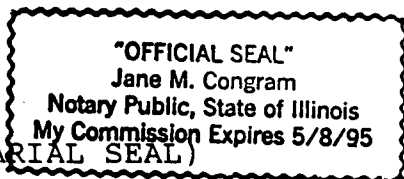
My Commission Expires:

STATE OF ILLINOIS)

COUNTY OF COOK)

SS:

On this 6th day of July, 1992, before me personally appeared Thomas D. Marion, to me personally known, who being by me duly sworn, says that he is the Treasurer of TTX COMPANY; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



(NOTARIAL SEAL)

Jane M. Congram
Notary Public

My Commission expires:

ANNEX A TO MANUFACTURING AGREEMENT SUPPLEMENT NO. 1

TRINITY INDUSTRIES, INC.
(Manufacturer)

TTX COMPANY
(Company)

<u>Type</u>	<u>Quantity</u>	<u>Company Car Numbers (Incl.)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month of Delivery</u>	<u>Spec. (Contract Number)</u>
DTTX	100	79537-79636			July-Nov'92	T-2A92-P

Item 2: January 31, 1993

Item 3: To be Determined.

Item 4: 205 Euclid Avenue
Michigan City, IN 46360

- * Five-Platform Articulated All-Purpose Spine Cars to handle containers and 28 ft. through 48 ft. trailers. TTX specification 68-43-011586 dated January 15, 1986, revised October 1, 1991, and TTX Supplemental Specification No. 68-43-083188 dated August 31, 1988, revised April 24, 1992. Trinity Specification PSM-1125 dated October 24, 1988, revised December 20, 1991.